



**Arent Fox Kintner Plotkin & Kahn, PLLC**  
1050 Connecticut Avenue, NW  
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**Louis Grimmelbein**  
Attorney  
202-857-6223  
grimmell@arentfox.com

March 22, 2000

Mr. David Waddell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

00-00249

RE: Application of BroadStreet Communications, Inc. for a Certificate of Convenience and Authority to Provide Facilities-Based and Resold Local Exchange Service and Intrastate Interexchange Telecommunications Services Within Tennessee (the "Application")

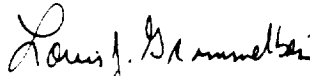
Dear Mr. Waddell:

BroadStreet Communications, Inc. submits the enclosed Application, seeking authority to operate as a provider of facilities-based and resold local exchange service and intrastate interexchange telecommunications services within the state of Tennessee. An original and thirteen (13) copies are provided. Please date stamp one copy and return it in the postage-paid envelope provided to the undersigned.

Also enclosed is a check in the amount of \$25.00 for court filing fees. Notice of this filing has been served on interested parties.

Should there be any questions or additional information required, please do not hesitate to contact me at (202) 857-6223. Thank you.

Respectfully Submitted,

  
Louis J. Grimmelbein  
Attorney

Enclosures

POSTED  
3-23-00

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Application of BroadStreet Communications, Inc. )  
For a Certificate to Provide Facilities-Based and )  
Resold Local Exchange Service and Intrastate )  
Interexchange Telecommunications Services )  
Within Tennessee )

Docket No. \_\_\_\_\_ 17 0 51

00-00249

**I. INTRODUCTION**

Pursuant to T.C.A. § 65-4-201 *et seq*; the Rules and Regulations of the Tennessee Regulatory Authority and the federal Telecommunications Act of 1996 ("Act"), BroadStreet Communications, Inc. ("BroadStreet"), by its undersigned counsel, respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to BroadStreet authority to provide facilities-based and resold local exchange service and intrastate interexchange telecommunications services throughout the state of Tennessee. Granting BroadStreet's Application will promote the public interest because BroadStreet will increase competition for telecommunications services in the state of Tennessee, and because BroadStreet will offer technologically advanced services to customers in the state of Tennessee. Therefore, BroadStreet requests that the TRA grant BroadStreet statewide authority to operate as a competing telecommunications services provider. BroadStreet will comply with all applicable rules and regulations in Tennessee pertaining to the provision of these services.

In support of this Application, BroadStreet provides the following information:

**II. DESCRIPTION OF THE APPLICANT**

1. Name, Address and Telephone Number of BroadStreet:

BroadStreet Communications, Inc.  
601 Technology Drive, Southpointe  
Canonsburg, PA 15317

POSTED  
3-23-00

Tel: (724) 873-8982  
Fax: (724) 873-9195

2. Correspondence concerning this Application should be directed to:

April Ingram, Esq.  
Boulton Cummings Connors & Berry, PLC  
414 Union Square, Suite 1600  
P.O. Box 198062  
Nashville, TN 37219  
Tel.: (615) 252-2302  
Fax.: (615) 252-6302  
E-mail: aingram@bccb.com

With a copy to:

Douglas G. Bonner, Esq.  
Louis J. Grimmelbein, Esq.  
Arent Fox Kintner Plotkin & Kahn, PLLC  
1050 Connecticut Avenue, N.W.  
Washington, DC 20036-5339  
Tel: (202) 857-6293 (Bonner)  
(202) 857-6223 (Grimmelbein)  
Fax: (202) 857-6395  
E-mail: bonnerd@arentfox.com  
grimmell@arentfox.com

and

Phillip M. Fraga, Esq.  
Senior Vice President and General Counsel  
BroadStreet Communications Inc.  
601 Technology Drive, Southpointe  
Canonsburg, PA 15317  
Tel: (724) 873-8982  
Fax: (724) 873-9195

3. Questions concerning the ongoing operations of BroadStreet following certification should be directed to:

Phillip M. Fraga, Esq.  
Senior Vice President and General Counsel  
BroadStreet Communications Inc.  
601 Technology Drive, Southpointe  
Canonsburg, PA 15317  
Tel: (724) 873-8982  
Fax: (724) 873-9195

4. BroadStreet is a privately held corporation incorporated under the laws of the state of Delaware. A copy of BroadStreet's Articles of Incorporation is attached hereto at Exhibit 1. In addition, a copy of BroadStreet's Authorization to Transact Business in Tennessee is attached at Exhibit 2.

5. Repair and Maintenance Information. BroadStreet understands the importance of effective customer service for local service consumers. BroadStreet has made arrangements for its customers to call its toll-free customer service number: 1-877-638-2861. In addition, customers may contact BroadStreet in writing at the headquarters address, as well as via email at pmfraga@stargate.net. The toll-free number will be printed on BroadStreet customers' monthly billing statements.

6. Operations in Other States. BroadStreet is currently not authorized to provide local exchange and interexchange telecommunications services in any state but has applied, or shortly will apply, for authority to provide telecommunications services in Alabama, Florida, Georgia, Maryland, North Carolina, Pennsylvania, South Carolina, Virginia, and the District of Columbia. BroadStreet has not been denied authority to provide telecommunications services in any jurisdiction, nor is any negative action pending against BroadStreet.

### **III. QUALIFICATIONS**

BroadStreet possesses the financial, technical, and managerial ability to provide facilities-based and resold local exchange service and intrastate interexchange telecommunications services in the state of Tennessee, as demonstrated below.

1. **Applicant's Financial Qualifications.** BroadStreet is financially qualified to provide telecommunications services in the state of Tennessee. In particular, BroadStreet has access to the financing and capital necessary to conduct its telecommunications operations as specified in this Application. In support of BroadStreet's Application, we have prepared an **Exhibit 3** of BroadStreet's most recent financial statements. **Exhibit 3** contains confidential and proprietary business plans and financial information and it is being filed with the TRA in a separate envelope under seal as confidential information pursuant to TRA Rule 1220-1-1.02(8). **Exhibit 3** is offered to demonstrate BroadStreet's financial ability to provide the proposed services. Because BroadStreet is a privately held start-up company, public disclosure of **Exhibit 3** would place BroadStreet at a competitive disadvantage with its competitors. Therefore, BroadStreet respectfully requests that the TRA protect the confidentiality of **Exhibit 3**. None of the amounts on the financial statements contained in **Exhibit 3** are related to reciprocal compensation for terminating ISP traffic.

2. **Technical Qualifications.** BroadStreet is technically qualified to provide facilities-based and resold local exchange service and intrastate interexchange telecommunications services in the state of Tennessee. Because BroadStreet is a start-up company, BroadStreet will be in the fortunate position of being able to use state-of-the-art

data and voice telecommunications technology, including the next generation of digital subscriber line technology and new low cost convergent switching technology, to provide a cost-effective integrated package of data, voice and other telecommunications services. BroadStreet will manage its network from its Network Operations Center ("NOC") to be located in Canonsburg, Pennsylvania which will provide end-to-end network management twenty-four hours a day, seven days a week. From the NOC, BroadStreet will monitor equipment and customer lines in each market network, central office and LSO. BroadStreet will employ personnel familiar with such new technology. Further information regarding the technical expertise of BroadStreet's key personnel is provided in Exhibit 4's description of managerial experience. BroadStreet's management team is well qualified to execute its business plan, to provide its proposed telecommunications services and to operate and maintain BroadStreet's facilities over which such services will be deployed.

3. Managerial Ability. BroadStreet is managerially qualified to provide its facilities-based and resold local exchange and intrastate interexchange telecommunications services in the state of Tennessee. BroadStreet is a start-up company with experienced telecommunications executives. Some of the executives of BroadStreet are former senior management executives of Hyperion Telecommunications, Inc. ("Hyperion"), now known as Adelphia Business Solutions, Inc., which today is a leading facility-based CLEC that provides competitive telecommunications services in over forty-six markets located primarily on the east coast of the United States. The management executives of BroadStreet have unique experience in developing and operating

telecommunications networks and services due to their extensive experience and successful track record in building up a start-up CLEC company like Hyperion. Attached hereto as **Exhibit 4** is a description of the managerial experience of BroadStreet's key personnel, demonstrating that BroadStreet has sufficient telecommunications experience to provide to its customers in Tennessee its proposed telecommunications services. Also attached as **Exhibit 5** is a list of BroadStreet's Board of Directors and Officers.

#### **IV. PROPOSED SERVICE**

1. **BroadStreet's Proposed Service Offerings.** BroadStreet seeks authority to provide a full array of facilities-based and resold local exchange service and intrastate interexchange (intraLATA and interLATA) service and special access telecommunications services throughout the state of Tennessee. BroadStreet intends to offer this range of telecommunications services utilizing a combination of its own facilities and, where necessary, the resold facilities of other carriers.

BroadStreet intends to provide access services as well as flat rate local exchange service, EAS service, toll restrictions, custom calling features, caller ID and any other services available on a resale basis from the underlying incumbent local exchange company ("ILEC") or other certified carriers within BroadStreet's service area.

BroadStreet intends to offer its services to business and residential customers throughout the state of Tennessee. BroadStreet either directly or through arrangements with other carriers or companies will provide those services required by TRA Rule 1220-4-8-.04(3)(b). BroadStreet will not require customers to purchase CPE that cannot be used with the ILEC's systems.

BroadStreet will, upon certification and before offering its services, file its initial tariff with the TRA setting forth the rates, charges and regulations for its services. If BroadStreet offers new services in the future, it will similarly comply with such requirements.

2. Proposed Service Area. BroadStreet proposes to offer its services throughout the state of Tennessee in the service areas of Bell South, GTE, Sprint/United, and any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996.

## **V. PUBLIC INTEREST CONSIDERATIONS**

The Tennessee Legislature, in its declaration of telecommunications services policy, has stated:

The General Assembly declares that the policy of this state is to foster the development of an efficient, technologically advanced, statewide system of telecommunications services by permitting competition in all telecommunications services by permitting competition in all telecommunications services markets, and by permitting alternative forms of regulation for telecommunications services and telecommunications services providers. To that end, the regulation of telecommunications services and telecommunications services providers shall protect the interests of consumers without unreasonable prejudice or disadvantage to any telecommunications services provider.<sup>1</sup>

Grant of this Application will further the goals of the Tennessee Legislature and further the public interest by expanding the availability of competitive telecommunications services in the state of Tennessee. In addition, intrastate offering of these services is in the public interest because the services will provide Tennessee

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<sup>1</sup> Tenn. Code Ann. §65-4-123



consumers with access to new technologies and service choices and can permit consumers to achieve increased efficiencies and cost savings. Authorizing BroadStreet to provide local exchange telecommunications services will enhance the telecommunications infrastructure in the state of Tennessee and will facilitate economic development.

In particular, the public will benefit both directly, through the use of the competitive services to be offered by BroadStreet, and indirectly, because BroadStreet's presence in Tennessee will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Grant of this Application will further enhance the service options available to Tennessee citizens for the reasons set forth above.

## **VI. MISCELLANEOUS**

1. Small and Minority-Owned Telecommunications Business Participation Plan (§65-5-212). BroadStreet has attached as **Exhibit 6** its Small and Minority Business Owned Telecommunication Business Participation Plan in compliance with T.C.A. § 65-5-212.

2. Toll Dialing Plan. BroadStreet has attached as **Exhibit 7** its Tennessee IntraLATA Presubscription Implementation Plan.

3. Rural Telephone Companies and Telephone Cooperatives. Unless otherwise permitted by federal or state law, BroadStreet does not plan to offer local exchange telecommunications services in areas served by any ILEC that has a rural exemption under Section 251(f) of the Telecommunications Act of 1996, except for those

that have voluntarily entered into an agreement with a competing telecommunications services provider or that have applied to provide telecommunications services in an area outside its service area existing as of June 6, 1995. BroadStreet also does not plan to provide such services in any area served by a telephone cooperative unless otherwise permitted by applicable federal or state law. BroadStreet reserves the right to expand its services into any presently exempt service areas should any rulings of the TRA or any court or administrative agency allow the provision of service in such areas.

4. Mergers, Acquisitions, and Corporate Structure. BroadStreet has not been involved in any pertinent mergers or acquisitions.

5. Customer Deposits and Non-Recurring Charges. BroadStreet will not routinely require customer deposits but may request them in certain circumstances. BroadStreet will state the terms, conditions, and amounts for such deposits in its tariffs, which it will submit for approval of the TRA. BroadStreet is not bonded for the amount of the deposits. BroadStreet may require certain non-recurring charges for initiating service. These charges will also be included in BroadStreet's tariffs. Because BroadStreet anticipates that most of its initial customers will either be other carriers or sophisticated businesses, the issues sometimes raised by non-recurring charges are less of a concern than they might otherwise be with less sophisticated customers.

6. Pre-filed Testimony. Attached as Exhibit 8 is the pre-filed testimony of Phillip M. Fraga.

## **VII. STATEMENT OF COMPLIANCE**

BroadStreet agrees to abide by all applicable statutes and orders, rules and regulations entered into and adopted by the TRA.

**[Signature Page Follows]**

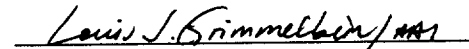
## VIII. CONCLUSION

BroadStreet respectfully requests that the TRA enter an order granting BroadStreet a certificate of convenience and necessity to operate as a competing telecommunications service provider and authority to provide a full range of local exchange, exchange access and interexchange telecommunications services on a facilities-based and resale basis throughout the state of Tennessee in the service areas of Bell South, GTE and Sprint, and any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996. For the reasons stated above, BroadStreet's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.

Respectfully submitted this 23<sup>rd</sup> day of March 2000.



April Ingram, Esq.  
Boult Cummings Conners & Berry, PLC  
414 Union Square, Suite 1600  
P.O. Box 198062  
Nashville, TN 37219  
Tel.: (615) 252-2302  
Fax.: (615) 252-6302  
E-mail: aingram@bccb.com



Louis J. Grimmellbein, Esq.  
Arent Fox Kintner Plotkin & Kahn, PLLC  
1050 Connecticut Avenue, N.W.  
Washington, DC 20036-5339  
Tel: (202) 857-6000  
Fax: (202) 857-6395  
E-mail: grimmell@arentfox.com  
bonnerd@arentfox.com

Counsel for BroadStreet Communications, Inc.

## **EXHIBITS**

- |           |   |
|-----------|---|
| Exhibit 1 | Articles of Incorporation   |
| Exhibit 2 | Authorization to Transact Business in Tennessee                         |
| Exhibit 3 | Financial Statements  |
| Exhibit 4 | Management Biographies  |
| Exhibit 5 | List of Board of Directors and Officers                                 |
| Exhibit 6 | Small and Minority-Owned Telecommunications Business Participation Plan |
| Exhibit 7 | Tennessee IntraLATA Presubscription Implementation Plan                 |
| Exhibit 8 | Pre-filed Testimony of Phillip M. Fraga                                 |

**VERIFICATION**

COMMONWEALTH OF PENNSYLVANIA

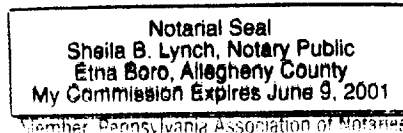
COUNTY OF Allegheny

Phillip M. Fraga, first being sworn, deposes and says: That he is the Senior Vice President and General Counsel of BroadStreet Communications, Inc., the Applicant in the above proceeding; that he has read the foregoing application, and knows the contents thereof; and that he is authorized by BroadStreet Communications, Inc. to verify that the contents of the application are true.

By: Phillip M. Fraga  
Name: Phillip M. Fraga

Subscribed and sworn to before me this

18<sup>th</sup> day of March, 2000



Sheila B. Lynch  
Notary Public  
Commonwealth of Pennsylvania

My commission expires: \_\_\_\_\_

## NOTICE OF FILING

BroadStreet Communications, Inc. has filed an Application with the Tennessee Regulatory Authority for a Certificate to Provide Facilities-Based and Resold Local Exchange Service and Intrastate Interexchange Telecommunications Service Within Tennessee. Copies of the Application can be obtained from the Tennessee Regulatory Authority. The undersigned hereby certifies that a copy of this notice has been served on the following persons via U.S. mail this 23<sup>rd</sup> day of March, 2000.

Guy M. Hicks\*  
BellSouth Telecommunications, Inc.  
333 Commerce Street, Suite 2101  
Nashville, TN 37201-3300

T. G. Pappas, Esq.\*  
Bass, Berry & Sims  
2700 First American Center  
313 Deaderick Street  
Nashville, Tennessee 37238-2700

James B. Wright, Esq.\*  
United Telephone-Southeast, Inc.  
14111 Capital Boulevard  
Wake Forest, NC 27587-5900

Ardmore Telephone Company, Inc.  
Terry Wales, General Manager  
P.O. Box 549  
517 Ardmore Avenue  
Ardmore, TN 38449

Century Telephone or Adamsville  
David Dickey, Division Manager  
P.O. Box 405  
116 N. Oak Street  
Adamsville, TN 38310

Century Telephone of Claiborne  
Don Ray Fannon, Division Manager  
P.O. Box 100  
57 Main Street  
New Tazewell, TN 37825

Century Telephone of Ooltewah-Collegedale, Inc.  
Terry Crutchfield, Division Manager  
P.O. Box 782  
5616 Main Street  
Ooltewah, TN 37363

Citizens Telephone Company of Tennessee  
Citizens Telecommunications Company of the Volunteer State  
Mike Swatts, State Regulatory Director, South  
P.O. Box 770  
300 Bland Street  
Bluefield, WV 24701

TDS Telecom-Tellico Telephone Company, Inc.  
P.O. Box 9  
102 Spence Street  
Tellico Plains, TN 37385-0009

Loretto Telephone Company, Inc.  
Louise Brown, President  
P.O. Box 130  
Loretto TN 38469

Millington Telephone Company, Inc.  
W. S. Howard, President  
4880 Navy Road  
Millington, TN 38053



Sprint-United  
Steve Parrott  
Director-Regulatory Affairs  
112 Sixth Street  
Bristol, TN 37620

TDS Telecom-Concord Telephone Exchange, Inc.  
Jerry R. Parkerson, Manager  
P.O. Box 22610  
701 Concord Road  
Knoxville, TN 37933-0610

TDS Telecom-Humphreys County Telephone Company  
Bernard R. Arnold, Manager  
P.O. Box 552  
203 Long Street  
New Johnsonville, TN 37134-0552

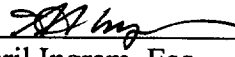
TDS Telecom-Tennessee Telephone Company  
P.O. Box 18139  
Knoxville, TN 37928-2139

TEC-Crockett Telephone Company, Inc.  
P.O. Box 7  
Friendship, TN 38034

TEC-People's Telephone Company, Inc.  
P.O. Box 310  
Erin, TN 37061

TEC-West Tennessee Telephone Company, Inc.  
P.O. Box 10  
244 E. Main Street  
Bradford, TN 38316

United Telephone Company  
P.O. Box 38  
120 Taylor Street  
Chapel Hill, TN 37034

  
\_\_\_\_\_  
April Ingram, Esq.

\*Served with a copy of the Application (without exhibits) in addition to this Notice.

H:\WP\HOME\NetImpact\Tenn-App3.wpd

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NET IMPACT COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3130578 8300

001028400

AUTHENTICATION: 0206508

DATE: 01-19-00

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "NET IMPACT COMMUNICATIONS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

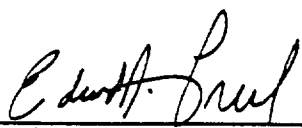
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTEENTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.



3130578 8100H

001028269

  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0206539

DATE: 01-19-00

**CERTIFICATE OF INCORPORATION**  
**OF**  
**NET IMPACT COMMUNICATIONS, INC.**

- FIRST:** The name of the corporation (the Corporation) is:  
Net Impact Communications, Inc.
- SECOND:** (a) The address of the registered office of the Corporation in Delaware is:  
Corporation Service Company  
1013 Centre Road  
City of Wilmington, County of New Castle  
Delaware 19805  
(b) The name of the Corporation's registered agent at the address of its registered office is:  
Corporation Service Company
- THIRD:** The purpose of the Corporation is to engage in, promote, and carry on any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
- FOURTH:** The aggregate number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock with a par value of One Cent (\$.01) per share.
- FIFTH:** The powers of the Incorporator are to terminate upon the election of the first Board of Directors. The name and address of the Incorporator are as follows:  
Steven A. Cohen  
1050 Connecticut Avenue N.W.  
Washington, D.C. 20036-5339
- SIXTH:** The number of directors of the Corporation shall be determined by and provided for in the manner set forth in the Bylaws of the Corporation, but shall not at any time be less than one (1).
- SEVENTH:** The Board of Directors shall be authorized to adopt, amend or repeal the Bylaws.
- EIGHTH:** The Corporation shall indemnify each of the individuals who may be indemnified to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as it may be amended from time to time (Section 145), (i) in each and every situation where the Corporation is obligated to make such indemnification pursuant to Section 145, and (ii) in each and every situation where, under Section 145, the Corporation is not obligated, but is permitted or empowered, to make such indemnification. The Corporation shall promptly make or cause to be made any determination which Section 145 requires.

NINTH:

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. This provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Delaware is subsequently amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended General Corporation Law of the State of Delaware.

By executing this Certificate of Incorporation, I hereby declare and certify that this is my act and deed and the facts stated in this Certificate of Incorporation are true.

Dated: January 13, 2000

  
Steven A. Cohen

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "NET IMPACT COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3130578 8100

001022876

A handwritten signature in cursive script, reading "Edward J. Freel".

---

Edward J. Freel, Secretary of State

AUTHENTICATION: 0202924

DATE: 01-18-00

**CERTIFICATE OF INCORPORATION**  
**OF**  
**NET IMPACT COMMUNICATIONS, INC.**

- FIRST:** The name of the corporation (the Corporation) is:  
**Net Impact Communications, Inc.**
- SECOND:** (a) The address of the registered office of the Corporation in Delaware is:  
**Corporation Service Company**  
**1013 Centre Road**  
**City of Wilmington, County of New Castle**  
**Delaware 19805**
- (b) The name of the Corporation's registered agent at the address of its registered office is:  
**Corporation Service Company**
- THIRD:** The purpose of the Corporation is to engage in, promote, and carry on any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
- FOURTH:** The aggregate number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock with a par value of One Cent (\$.01) per share.
- FIFTH:** The powers of the Incorporator are to terminate upon the election of the first Board of Directors. The name and address of the Incorporator are as follows:  
**Steven A. Cohen**  
**1050 Connecticut Avenue N.W.**  
**Washington, D.C. 20036-5339**
- SIXTH:** The number of directors of the Corporation shall be determined by and provided for in the manner set forth in the Bylaws of the Corporation, but shall not at any time be less than one (1).
- SEVENTH:** The Board of Directors shall be authorized to adopt, amend or repeal the Bylaws.
- EIGHTH:** The Corporation shall indemnify each of the individuals who may be indemnified to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as it may be amended from time to time (Section 145), (i) in each and every situation where the Corporation is obligated to make such indemnification pursuant to Section 145, and (ii) in each and every situation where, under Section 145, the Corporation is not obligated, but is permitted or empowered, to make such indemnification. The Corporation shall promptly make or cause to be made any determination which Section 145 requires.



NINTH:

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. This provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Delaware is subsequently amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended General Corporation Law of the State of Delaware.

By executing this Certificate of Incorporation, I hereby declare and certify that this is my act and deed and the facts stated in this Certificate of Incorporation are true.

Dated: January 13, 2000

  
Steven A. Cohen

Office of the Secretary of State

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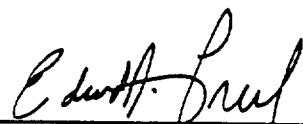
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "NET IMPACT COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF FEBRUARY, A.D. 2000, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3130578 8100

001084256



  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0267763

02-18-00

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
NET IMPACT COMMUNICATIONS, INC.**

Net Impact Communications, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby amends and restates its certificate of incorporation to read as follows (the date of filing of the original Certificate of Incorporation of Net Impact Communications, Inc. being January 14, 2000):

This Amended and Restated Certificate of Incorporation amends and restates the Certificate of Incorporation of Net Impact Communications, Inc. (the "Corporation") as now in effect. This Amended and Restated Certificate of Incorporation was duly adopted by the board of directors and stockholders of the Corporation entitled to vote in respect thereof in the manner and by the vote prescribed by Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

**ARTICLE ONE**

The name of the corporation is Net Impact Communications, Inc. (the "Corporation").

**ARTICLE TWO**

The address of the Corporation's registered office in the State of Delaware is 9 East Loockerman Street, in the City of Dover, County of Kent, 19901. The name of the Corporation's registered agent at such address is National Registered Agents, Inc.

**ARTICLE THREE**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

**ARTICLE FOUR**

**A. AUTHORIZED SHARES**

The total number of shares of capital stock which the Corporation has authority to issue is 19,500 shares, consisting of:

- (1) 9,480 shares of 8% Cumulative Series A Convertible Preferred Stock, par value \$0.01 per share (the "Class A Preferred");
- (2) 10 shares of 8% Cumulative Series B Convertible Preferred Stock, par value \$0.01 per share (the "Class B Preferred");
- (3) 10 shares of 8% Cumulative Series C Convertible Preferred Stock, par value \$0.01 per share (the "Class C Preferred" and, together with the Class A Preferred and the Class B Preferred, the "Preferred Stock");
- (4) 10,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock").

The rights, preferences, privileges, restrictions and other matters relating to the Preferred Stock and the Common Stock are as set forth in this Article Four.

## B. PREFERRED STOCK

### Section 1. Liquidation.

Upon any liquidation, dissolution or winding up of the Corporation, each holder of shares of Preferred Stock shall be entitled to be paid, before any distribution or payment is made upon any Junior Securities, an amount in cash equal to the aggregate Liquidation Value of all shares of Preferred Stock held by such holder, and the holders of shares of Preferred Stock shall not be entitled to any further payment with respect to shares of Preferred Stock. If upon any such liquidation, dissolution or winding up of the Corporation, the Corporation's assets to be distributed among the holders of the Preferred Stock are insufficient to permit payment to such holders of the aggregate amount which they are entitled to be paid, then the entire assets to be distributed shall be distributed ratably among such holders based upon the aggregate Liquidation Value of the shares of Preferred Stock held by each such holder. For the purposes of this Section 1, the consolidation or merger of the Corporation with or into another entity or entities or the sale or transfer by the Corporation of all or substantially all of its assets (determined on a consolidated basis) shall be deemed to be a liquidation, dissolution or winding up of the Corporation, and the holders of shares of Preferred Stock shall be entitled to receive payment of the amounts payable with respect to the shares of Preferred Stock upon a liquidation, dissolution or winding up in cancellation of their shares of Preferred Stock upon the consummation of any such transaction; provided that the foregoing provision shall not apply to any merger in which (i) the Corporation is the surviving entity, and (ii) the holders of the Corporation's outstanding capital stock possessing the voting power (under ordinary circumstances) to elect a majority of the board of directors of the Corporation (the "Board") immediately prior to the merger continue to own the Corporation's outstanding capital stock possessing the voting power (under ordinary circumstances) to elect a majority of the Board immediately after the merger

## Section 2. Conversion

### (a) Conversion Procedure.

(i) At any time and from time to time, any holder of shares of Preferred Stock may convert all or any portion of such shares of Preferred Stock (including any fraction of a share of Preferred Stock) held by such holder into an equal number of shares of Common Stock.

(ii) Except as otherwise provided herein, each conversion of shares of Preferred Stock shall be deemed to have been effected as of the close of business on the date on which the certificate or certificates representing the shares of Preferred Stock to be converted have been surrendered for conversion (or, if none, the date on which a written notice of such conversion has been presented) at the principal office of the Corporation. At the time any such conversion has been effected, the rights of the holder of the shares of Preferred Stock converted as a holder of Preferred Stock shall cease and the Person or Persons in whose name or names any certificate or certificates for shares of Common Stock are to be issued (or, if none, in whose name or names such shares of Common Stock are to be recorded in the Corporation's records) upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby.

(iii) Notwithstanding any other provision hereof, if a conversion of shares of Preferred Stock is to be made in connection with any transaction or proposed transaction affecting the Corporation (including a public offering of the Corporation's securities, or a change of control, liquidation or dissolution of the Corporation), the conversion of any shares of Preferred Stock may, at the election of the holder thereof, be conditioned upon the consummation of such transaction, in which case such conversion shall be deemed to be effective upon the consummation of such transaction or immediately prior thereto (at the election of such holder).

(iv) As soon as possible after a conversion has been effected (but in any event within five business days in the case of subparagraph (A) below), the Corporation shall deliver to the converting holder:

(A) a certificate or certificates representing the number of shares of Common Stock issuable by reason of such conversion in such name or names and such denomination or denominations as the converting holder has specified; and

(B) a certificate representing any shares of Preferred Stock which were represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which were not converted.

(v) The issuance of certificates (if any) for shares of Common Stock upon conversion of shares of Preferred Stock shall be made without charge to the holders of such

shares of Preferred Stock for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance of Common Stock. Upon conversion of each share of Preferred Stock, the Corporation shall take all such actions as are necessary in order to insure that the Common Stock issuable with respect to such conversion shall be validly issued, fully paid and nonassessable, free and clear of all taxes, liens, charges and encumbrances with respect to the issuance thereof.

(vi) The Corporation shall not close its books against the transfer of Preferred Stock or of Common Stock issued or issuable upon conversion of Preferred Stock in any manner which interferes with the timely conversion of the Preferred Stock. The Corporation shall assist and cooperate with any holder of shares of Preferred Stock required to make any governmental filings or obtain any governmental approval prior to or in connection with any conversion of shares of Preferred Stock hereunder (including making any filings required to be made by the Corporation).

(vii) The Corporation shall at all times reserve and keep available out of its authorized but unissued Common Stock, solely for the purpose of issuance upon the conversion of the Preferred Stock, such number of shares of Common Stock issuable upon the conversion of all outstanding shares of Preferred Stock. All shares of Common Stock which are so issuable shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges. The Corporation shall take all such actions as may be necessary to assure that all such shares of Common Stock may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which Common Stock may be listed (except for official notice of issuance which shall be immediately delivered by the Corporation upon each such issuance). The Corporation shall not take any action which would cause the number of authorized but unissued shares of Common Stock to be less than the number of such securities required to be reserved hereunder for issuance upon conversion of the shares of Preferred Stock.

(b) Notices.

(i) The Corporation shall give written notice to all holders of shares of Preferred Stock at least 20 days prior to the date on which the Corporation closes its books or takes a record (a) with respect to any distribution upon Common Stock or Preferred Stock, or (b) with respect to any pro rata subscription offer to holders of Common Stock.

(ii) The Corporation shall also give written notice to the holders of Preferred Stock at least 20 days prior to the date on which any liquidation, dissolution, or merger of the Corporation or similar organic change shall take place.

(c) Mandatory Conversion. All shares of Preferred Stock shall be automatically converted in accordance with the provisions of this Section 3 contemporaneously with any Qualified Public Offering. Any mandatory conversion shall only be effected at the time of, and subject to, the

closing of the sale of shares pursuant to such Qualified Public Offering and upon written notice of such mandatory conversion delivered by the Corporation to all holders of shares of Preferred Stock at least three Business Days prior to such closing.

### Section 3. Voting Rights.

(a) Except as may be otherwise provided in these terms of the Preferred Stock or by law, the Preferred Stock and all other classes and series of stock of the Corporation shall vote together as a single class on all actions to be taken by the stockholders of the Corporation. Each share of Preferred Stock shall entitle the holder thereof to such number of votes per share on each such action as shall equal the number of shares of Common Stock (including fractions of a share) into which each share of Preferred Stock is then convertible.

(b) The holders of the Class A Preferred, voting as a separate class, shall be entitled to elect four directors of the Corporation (the "Class I Directors") and to remove from office such directors and to fill any vacancy caused by resignation, death or removal of such directors. The holders of the Class B Preferred, voting as a separate class, shall be entitled to elect two directors of the Corporation (the "Class M Directors") and to remove from office such directors and to fill any vacancy caused by resignation, death or removal of such directors. The holders of the Class C Preferred, voting as a separate class, shall be entitled to elect two directors of the Corporation (the "Class O Directors") and to remove from office such directors and to fill any vacancy caused by resignation, death or removal of such directors.

Section 4. Dividends. As and when dividends are declared or paid with respect to shares of Preferred Stock, whether in cash, property or securities of the Corporation, the holders of Preferred Stock shall be entitled to receive such dividends pro rata among all holders of Preferred Stock at the same rate per share.

## C. COMMON STOCK

Except as otherwise provided in this Part C and as otherwise required by applicable law, all shares of Common Stock shall be identical in all respects and shall entitle the holders thereof to the same rights, preferences and privileges, subject to the same qualifications, limitations and restrictions, as set forth herein.

### Section 1. Voting Rights.

Except as otherwise provided in this Part C or as otherwise required by applicable law, the holders of Common Stock shall be entitled to cast (in person or in proxy) one vote per share on all matters to be voted on by the stockholders of the Corporation. The holders of Common Stock shall vote together with the holders of Class A Preferred for purposes of Section 3(b) of Part B of this ARTICLE FOUR and shall otherwise have no voting rights with respect to the election of directors.

## Section 2. Dividends.

As and when dividends are declared or paid with respect to shares of Common Stock, whether in cash, property or securities of the Corporation, the holders of Common Stock shall be entitled to receive such dividends pro rata among all holders of Common Stock at the same rate per share.

## Section 3. Liquidation.

Subject to the provisions of the Preferred Stock, the holders of Common Stock shall be entitled to participate pro rata at the same rate per share in all distributions to the holders of Common Stock in any liquidation, dissolution or winding up of the Corporation.

## D. GENERAL

### Section 1. Definitions.

"Business Day" means any day other than a Saturday, a Sunday or a day on which banks are not generally required to be open for business in Chicago, Illinois.

"Common Stock" means, collectively, the Common Stock, and any capital stock of any class of the Corporation hereafter authorized which is not limited to a fixed sum or percentage of par or stated value in respect to the rights of the holders thereof to participate in dividends or in the distribution of assets upon any liquidation, dissolution or winding up of the Corporation.

"Junior Securities" means any of the Corporation's equity securities other than the Preferred Stock.

"Liquidation Value" of any share of Preferred Stock as of any particular date shall be equal to (i) the initial price paid to the Corporation for such share of Preferred Stock on its date of issuance, plus (ii) the aggregate Subsequent Capital Contributions (as defined in the Stock Purchase Agreement) to the Corporation made pursuant to the provisions of the Stock Purchase Agreement with respect to such share of Preferred Stock from the date of issuance until and including such particular date, plus (iii) a dividend accruing on such share of Preferred Stock at a rate of 8% per annum, compounding annually on each December 31, beginning with December 31, 2000, calculated separately with respect to the initial price of such share of Preferred Stock and each additional Capital Contribution with respect to such share of Preferred Stock, for the actual number of days elapsed from the date such initial price or additional Capital Contribution was paid until such Liquidation Value is paid, and minus (iv) any distributions made with respect to such share of Preferred Stock prior to such particular date.



"LLC Agreement" means the limited liability company agreement by and among the members of Net Impact Communications, L.L.C. dated January 14, 2000, as amended and restated on the effective date hereof.

"Person" means an individual, a partnership, a corporation, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

"Public Offering" means any underwritten sale of Common Stock pursuant to an effective registration statement under the Securities Act of 1933, as amended, filed with the Securities and Exchange Commission on Form S-1, S-2 or S-3 (or other similar or successor form adopted by the Securities and Exchange Commission); provided that the following shall not be considered a Public Offering: (i) any issuance of Common Stock as consideration for a merger or acquisition, and (ii) any issuance of Common Stock or rights to acquire common stock to employees, directors or consultants of or to the Corporation or its subsidiaries as part of an incentive or compensation plan.

"Qualified Public Offering" means a Public Offering where both (i) the proceeds (net of underwriting discounts and commissions) received by the Corporation in exchange for its issuance of shares of Common Stock in such Public Offering equal or exceed \$50 million, and (ii) the price per share of Common Stock paid to the Corporation in such Public Offering equals or exceeds the product of (x) 3.0 times (y) the quotient of (A) the aggregate capital contributions to Net Impact Communications, L.L.C. made by the Investor Members (as defined in the LLC Agreement) on or prior to the date of such Public Offering, divided by (B) the number of shares of Common Stock represented by all Investor Equity (as defined in the LLC Agreement) (on a fully diluted, as-if-converted basis) outstanding immediately prior to the consummation of such Public Offering.

"Stock Purchase Agreement" means the Stock Purchase Agreement by and between the Corporation and Net Impact Communications, L.L.C. dated the effective date hereof.

"Subsidiary" means any corporation of which the shares of outstanding capital stock possessing the voting power (under ordinary circumstances) in electing the board of directors are, at the time as of which any determination is being made, owned by the Corporation either directly or indirectly through Subsidiaries.

## Section 2. Notices.

Except as otherwise expressly provided hereunder, all notices referred to herein shall be in writing and shall be delivered personally or by registered or certified mail, return receipt requested and postage prepaid, or by reputable overnight courier service, charges prepaid, and shall be deemed to have been given when so delivered, mailed or sent (i) to the Corporation, at its principal executive offices, and (ii) to any stockholder, at such holder's address as it appears in the stock records of the Corporation (unless otherwise indicated by any such holder).

### Section 3. Replacement.

Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder shall be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Preferred Stock or Common Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation (provided that if the holder is a financial institution or other institutional investor its own agreement shall be satisfactory), or, in the case of any such mutilation upon surrender of such certificate, the Corporation shall (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

### Section 4. Registration of Transfer.

The Corporation shall keep at its principal office (or such other place as the Corporation reasonably designates) a register for the registration of shares of Preferred Stock and Common Stock. Upon the surrender of any certificate representing shares of Preferred Stock or Common Stock at such place, the Corporation shall, at the request of the registered or record holder of such certificate, execute and deliver a new certificate or certificates in exchange therefor representing in the aggregate the number of shares of such class represented by the surrendered certificate, and the Corporation forthwith shall cancel such surrendered certificate. Each such new certificate shall be registered in such name and shall represent such number of shares of such class as is requested by the holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate. The issuance of new certificates shall be made without charge to the holders of the surrendered certificates for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such issuance.

## ARTICLE FIVE

The Corporation is to have perpetual existence.

## ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized, subject to the provisions of ARTICLE TEN hereof, to make, alter or repeal the by-laws of the Corporation.

## ARTICLE SEVEN

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws of the Corporation may provide. The books of the Corporation may be kept outside the

State of Delaware at such place or places as may be designated from time to time by the Board or in the by-laws of the Corporation. Election of directors to the Board need not be by written ballot unless the by-laws of the Corporation so provide.

#### **ARTICLE EIGHT**

To the fullest extent permitted by the DGCL as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE EIGHT shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### **ARTICLE NINE**

The Corporation expressly elects not to be governed by §203 of the DGCL.

#### **ARTICLE TEN**

The Corporation shall not increase or decrease the number of directors constituting the Corporation's Board to a number less than or in excess of 8. Board action or approval may be taken or obtained only by the affirmative vote or consent of a majority of all directors in office at any time. Furthermore, all actions taken by the Board and all actions requiring approval of the Board shall require the affirmative vote of a majority of the Class I Directors. In the event that an equal number of directors on the Board favor and oppose a resolution presented to the Board, and a majority of the Class I Directors have voted in favor of such resolution, then the Class I Directors will be deemed to have had two votes each on such resolution and such resolution shall be deemed to have been approved or otherwise adopted by the Board. Without limiting the generality of the foregoing and in addition to any other vote required by law or hereunder, an amendment to this certificate of incorporation or the Corporation's by-laws shall require the affirmative vote of at least one Class M Director.

#### **ARTICLE ELEVEN**

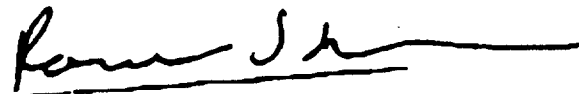
Subject to the provisions of ARTICLE TEN hereof, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

FEB 18 2000 11:04PM

ARENT FOX DCI

NO. 0450 3. 11.11

IN WITNESS WHEREOF, Net Impact Communications, Inc. has caused this certificate to be signed on this 18th day of February, 2000.

By: 

Name: Randolph S. Fowler

Title: President

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROADSTREET COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3130578 8300

001088805

AUTHENTICATION: 0272710

DATE: 02-23-00

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NET IMPACT COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "NET IMPACT COMMUNICATIONS, INC." TO "BROADSTREET COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3130578 8100

001088738

AUTHENTICATION: 0272703

DATE: 02-23-00

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
NET IMPACT COMMUNICATIONS, INC.**

NET IMPACT COMMUNICATIONS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the **Corporation**), does hereby certify the following:

**FIRST:** The Certificate of Incorporation is hereby amended to change the name, by deleting the present Article FIRST and inserting a new Article FIRST, as follows:

**FIRST.** The name of the Corporation (the **Corporation**) is:

**BroadStreet Communications, Inc.**

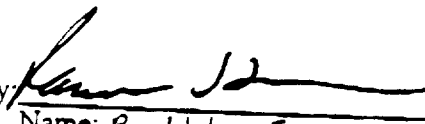
**SECOND:** The directors of the Corporation adopted resolutions which set forth the foregoing amendment, declared that this amendment was advisable and directed that this amendment be submitted for action by the stockholders of the Corporation.

**THIRD:** In accordance with Section 222 of the General Corporation Law of the State of Delaware, the special meeting of the stockholders was called and a majority of the outstanding stock entitled to vote thereon, and a majority of the outstanding stock of each class entitled to vote thereon as a class, approved the foregoing amendment.

**FOURTH.** The foregoing amendment has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment is executed in accordance with Section 103 (a) (2) a. of the General Corporation Law of the State of Delaware.

Net Impact Communications, Inc.

By:   
Name: Randolph S. Fowler  
Title: President & CEO

**Secretary of State**

**Corporations Section**

**James K. Polk Building, Suite 1800**

**Nashville, Tennessee 37243-0306**

REQUEST DATE: 02/29/00  
REQUEST NUMBER: 0000150

CHARTER/QUALIFICATION DATE: 02/02/2000  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0384090  
JURISDICTION: DELAWARE

TO:  
CAPITAL FILING SERVICE, INC  
7051 HIGHWAY 70 S  
NO 333  
NASHVILLE, TN 37221

REQUESTED BY:  
CAPITAL FILING SERVICE, INC  
7051 HIGHWAY 70 S  
NO 333  
NASHVILLE, TN 37221

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"BROADSTREET COMMUNICATIONS, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE  
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE  
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
3837-1349	02/25/2000	AMEND-QUAL-PROF	NAH DUR STK PRN OFC AGT INC MAL FYC X X

FOR REQUEST FOR COPIES

ON DATE: 02/29/00

FROM:  
CAPITAL FILING SERVICE, INC.  
ENB 333  
7051 HWY 70 SOUTH  
NASHVILLE, TN 37221-0000

**FEES**

RECEIVED: \$380.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$380.00

RECEIPT NUMBER: 00002628652  
ACCOUNT NUMBER: 00101290




*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE



2013 FEB 25 11:37

<div style="text-align: center;">  <p><b>State of Tennessee</b>  <b>Department of State</b>  <b>Corporations Section</b>          18th Floor, James K. Polk Building          Nashville, TN 37243-0306</p> </div> <div style="text-align: center; margin-top: 20px;"> <p><b>APPLICATION FOR AMENDED          CERTIFICATE OF AUTHORITY          (FOR PROFIT)</b></p> </div>	For Office Use Only  <div style="text-align: center; border: 1px solid black; padding: 5px;"> <b>FILED</b>          00 FEB 25 11:37       </div>				
<p>To the Secretary of State of the State of Tennessee:</p> <p>Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:</p>					
<p>1. The name of the corporation is <u>Net Impact Communications, Inc.</u></p> <p>If different, the name under which the certificate of authority is to be obtained is <u>BroadStreet Communications, Inc.</u></p>					
<p>2. The state or country under whose law it is incorporated is <u>Delaware</u></p>					
<p>3. The date of its incorporation is <u>1/14/2000</u> (must be month, day, and year), and the period of duration, if other than perpetual, is <u>Perpetual</u></p>					
<p>4. The complete street address (including zip code) of its principal office is <u>601 Technology Drive, Southpointe Canonsburg, PA 15317</u></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 35%; border-bottom: 1px solid black;">Street</td> <td style="width: 25%; border-bottom: 1px solid black;">City</td> <td style="width: 25%; border-bottom: 1px solid black;">State/Country</td> <td style="width: 15%; border-bottom: 1px solid black;">Zip Code</td> </tr> </table>		Street	City	State/Country	Zip Code
Street	City	State/Country	Zip Code		
<p>5. The complete street address (including the county and the zip code) of its registered office in Tennessee is <u>530 Gay Street, Knoxville, TN 37902 (Knox County)</u></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 35%; border-bottom: 1px solid black;">Street</td> <td style="width: 25%; border-bottom: 1px solid black;">City/State</td> <td style="width: 25%; border-bottom: 1px solid black;">County</td> <td style="width: 15%; border-bottom: 1px solid black;">Zip Code</td> </tr> </table> <p>The name of its registered agent at that office is <u>CT Corporation System</u></p>		Street	City/State	County	Zip Code
Street	City/State	County	Zip Code		
<p>6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)</p> <p><u>Randolph S. Fowler</u>  <u>601 Technology Drive, Southpointe, Canonsburg, PA 15317</u></p>					
<p>7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)</p> <p><u>Randolph S. Fowler</u>  <u>601 Technology Drive, Southpointe, Canonsburg, PA 15317</u></p>					
<p>8. The corporation is a corporation for profit.</p>					
<p>9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date), 2000 (time).</p> <p>[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]</p>					
<p>[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is successfully filed in Tennessee.]</p>					
<p><u>February 22, 2000</u>          Signature Date</p> <p><u>President &amp; CEO</u>          Signer's Capacity</p>	<p><u>Net Impact Communications, Inc.</u>          Name of Corporation</p> <p><u>Randolph S. Fowler</u>          Signature</p> <p><u>Randolph S. Fowler</u>          Named (typed or printed)</p>				



State of Delaware

Office of the Secretary of State

PAGE 1

03 FEB 25 10:11:37

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROADSTREET COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3130578 8300

001088805

AUTHENTICATION:

0272713

DATE:

02-23-00

Secretary of State  
Corporations Section  
James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306

DATE: 02/28/00  
REQUEST NUMBER: 3837-1349  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 02/25/00 1137  
EFFECTIVE DATE/TIME: 02/25/00 1630  
CONTROL NUMBER: 0384090

TO:  
CAPITAL FILING SERVICE  
7051 HWY 70 SOUTH  
NASHVILLE, TN 37221

RE:  
BROADSTREET COMMUNICATIONS, INC.  
APPLICATION FOR AMENDED CERTIFICATE OF  
AUTHORITY - FOR PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN  
EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

---

FOR: APPLICATION FOR AMENDED CERTIFICATE OF  
AUTHORITY - FOR PROFIT

ON DATE: 02/27/00

FROM:  
CAPITAL FILING SERVICE, INC.  
PMB 333  
7051 HWY 70 SOUTH  
NASHVILLE, TN 37221-0000

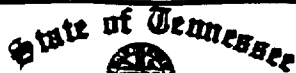
RECEIVED: FEES \$20.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002628229  
ACCOUNT NUMBER: 00101230



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE



**Department of State**  
Corporations Section  
18th Floor, James K. Polk Building  
Nashville, TN 37243-0306

**APPLICATION FOR AMENDED  
CERTIFICATE OF AUTHORITY  
(FOR PROFIT)**

For Office Use Only

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Net Impact Communications, Inc.

If different, the name under which the certificate of authority is to be obtained is BroadStreet Communications, Inc.

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is 1.14.2000 (must be month, day, and year), and the period of duration, if other than perpetual, is Perpetual

4. The complete street address (including zip code) of its principal office is 601 Technology Drive, Southpointe Canonsburg, PA 15317

Street	City	State/Country	Zip Code
--------	------	---------------	----------

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is

530 Gay Street, Knoxville, TN 37902 (Knox County)

Street	City/State	County	Zip Code
--------	------------	--------	----------

The name of its registered agent at that office is CT Corporation System

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

Randolph S. Fowler  
601 Technology Drive, Southpointe, Canonsburg, PA 15317

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

Randolph S. Fowler  
601 Technology Drive, Southpointe, Canonsburg, PA 15317

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is \_\_\_\_\_ (date), 2000 (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is successfully filed in Tennessee.]

February 22, 2000

Signature Date

President & CEO

Signer's Capacity

Net Impact Communications, Inc.

Name of Corporation

Signature

Randolph S. Fowler

Named (typed or printed)



State of Delaware  
Office of the Secretary of State


---

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROADSTREET COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

3130578 8300  
001088805

AUTHENTICATION: 0272713  
DATE: 02-23-00

Secretary of State  
Corporations Section  
James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 02/07/2000  
REQUEST NUMBER: 00038504  
TELEPHONE CONTACT: (615) 741-6488  
CHARTER/QUALIFICATION DATE: 02/03/2000  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0384090  
JURISDICTION: DELAWARE

TO:  
CAPITAL FILING SERVICE, INC  
7051 HIGHWAY 70 S  
NO 333  
NASHVILLE, TN 37221

REQUESTED BY:  
CAPITAL FILING SERVICE, INC  
7051 HIGHWAY 70 S  
NO 333  
NASHVILLE, TN 37221

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
"NET IMPACT COMMUNICATIONS, INC.",

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO  
TRANSACTION BUSINESS IN THIS STATE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;  
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 02/07/00

FROM:  
CAPITAL FILING SERVICE, INC.  
PMB 333  
7051 HWY 70 SOUTH  
NASHVILLE, TN 37221-0000

	FEES	
RECEIVED:	\$200.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$200.00

RECEIPT NUMBER: 00002614739  
ACCOUNT NUMBER: 00101230



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

**Secretary of State**  
**Corporations Section**  
**James K. Polk Building, Suite 1800**  
**Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 02/07/2000  
REQUEST NUMBER: 00038501

CHARTER/QUALIFICATION DATE: 02/03/2000  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0384090  
JURISDICTION: DELAWARE

TO:  
CAPITAL FILING SERVICE, INC  
7051 HIGHWAY 70 S  
NO 333  
NASHVILLE, TN 37221

REQUESTED BY:  
CAPITAL FILING SERVICE, INC  
7051 HIGHWAY 70 S  
NO 333  
NASHVILLE, TN 37221

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
"NET IMPACT COMMUNICATIONS, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE  
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE  
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
3818-1361	02/03/2000	QUAL-PROFIT	NAM DUR STK PRN OFC AGT INC MAL FYC

FOR: REQUEST FOR COPIES

ON DATE: 02/07/00

**FEES**

FROM:  
CAPITAL FILING SERVICE, INC.  
PMB 333  
7051 HWY 70 SOUTH  
NASHVILLE, TN 37221-0000

RECEIVED: \$200.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$200.00

RECEIPT NUMBER: 00002614739  
ACCOUNT NUMBER: 00101230



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

Secretary of State  
Corporations Section  
James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306

DATE: 02/04/00  
REQUEST NUMBER: 3818-1361  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 02/03/00 1127  
EFFECTIVE DATE/TIME: 02/03/00 1127  
CONTROL NUMBER: 0384090

TO:  
CAPITAL FILING SERVICE INC.  
PMB 333

NASHVILLE, TN 37221

RE:  
NET IMPACT COMMUNICATIONS, INC.  
APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF  
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE  
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE  
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN  
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE  
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE  
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS  
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED  
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION  
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

---

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

ON DATE: 02/04/00

FROM:  
CAPITAL FILING SERVICE, INC.  
PMB 333  
7051 HWY 70 SOUTH  
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$600.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002613204  
ACCOUNT NUMBER: 00101230



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE



State of Tennessee



Department of State  
Corporations Section  
18th Floor, James K. Polk Building  
Nashville, TN 37243-0306

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
(FOR PROFIT)

For Office Use Only

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Net Impact Communications, Inc.

\*If different, the name under which the certificate of authority is to be obtained is  
Net Impact Communications, Inc.

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. \*If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is 1/14/2000 (must be month, day, and year), and the period of duration, if other than perpetual, is Perpetual

4. The complete street address (including zip code) of its principal office is:  
601 Technology Drive, Southpointe, Canonsburg, PA 15317  
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

530 Gay Street, Knoxville Knox 37902  
Street City County Zip Code

C T CORPORATION SYSTEM  
Registered Agent

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

Paul Carbery, President  
601 Technology Drive, Southpointe, Canonsburg, PA 15317

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

Paul Carbery, President - 601 Technology Drive,  
Southpointe, Canonsburg, PA 15317

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) upon filing of Application

9. The corporation is a corporation for profit. Yes

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

\_\_\_\_\_, \_\_\_\_\_ (date), \_\_\_\_\_ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

JANUARY 28, 2000  
Signature Date

President  
Signer's Capacity

Net Impact Communications, Inc.

Name of Corporation

Signature

Paul Carbery

Name (typed or printed)

State of Delaware

PAGE 1

Office of the Secretary of State

RECEIVED  
FEB 3 11:27  
STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NET IMPACT COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3130578 8300

001028400

AUTHENTICATION: 0206506

DATE: 01-19-00

State of Delaware

PAGE 1

Office of the Secretary of State

RECEIVED

00 FEB -3 AM 11:27

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "NET IMPACT COMMUNICATIONS, INC." IS  
DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS  
IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS  
THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF  
JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES  
HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3130578 8300

001028400

AUTHENTICATION:

0206506

DATE:

01-19-00

## EXHIBIT 4

### Management Biographies

#### Management Team

BroadStreet's senior and next level management team, with twelve individuals at present, brings over 100 years of telecommunications experience in successfully developing, growing and operating telecommunications businesses. Given its experience with Hyperion, BroadStreet's primary Founders and others have demonstrated strong capabilities in operating in the start-up, early growth and mature phases of a business enterprises development cycle. Beyond these identified individuals, BroadStreet is confident that it will be able to attract and has identified several additional experienced telecommunications operating professionals to help it execute and reinforce its operating strategy.

**Randolph S. Fowler** is the President and Chief Executive Officer of BroadStreet. Until March of 1999, Mr. Fowler served as Senior Vice President, Business Operations for Hyperion (effective October 1997), and was a Director of the Company since October 1991. Mr. Fowler was one of the original founders of Hyperion and was responsible for much of Hyperion's development from a start-up enterprise to its current level of operations. In the aggregate, Mr. Fowler was responsible for departments with over 1,000 personnel throughout operations, product development, sales and marketing, business development, and regulatory affairs, etc. Prior to joining Hyperion, Mr. Fowler was Vice President of Marketing for Penn Access Corporation, a competitive access provider in Pittsburgh, Pennsylvania. He previously served for four years as Director of Technology Transfer and Commercial Use of Space in two NASA-sponsored technology transfer programs. In addition, he has over 17 years experience with AT&T and the Bell System, where he served in a number of executive level positions in sales and marketing, operations, human resources, business controls, and strategy development. Mr. Fowler holds a B.S. in Business Administration from the University of Pittsburgh. He has also developed and taught courses in Marketing, Network Management, and Regulation for the University of Pittsburgh's Graduate Program in Telecommunications.

**Thomas W. Cady** is the Executive Vice President, Chief Operating Officer, and Assistant Secretary of BroadStreet. Mr. Cady has 23 years of sales, marketing and general management experience in both corporate and entrepreneurial environments. Until February of 2000, Mr. Cady served as Chief Marketing Executive for Adelphia Communications, the parent company of Hyperion. In this capacity, Mr. Cady had responsibility for developing both the consumer and commercial markets for all Adelphia products and services (including Hyperion). Prior to this assignment, Mr. Cady was the Senior Executive for Marketing and Sales for Hyperion since March 1998. His responsibilities include the development of marketing and sales programs for all of Hyperion's end user products and services. Prior to joining Hyperion, Mr. Cady spent seven years with Xerox, five years with IBM/ROLM, two years with Sprint/Telenet and six years with Cadmus Communications in a variety of sales, marketing and general management positions. Mr. Cady graduated from Virginia Tech with a B.S. in Business Administration in 1977, and received an MBA from the University of Richmond in 1984.

**Stephen D. Smith** is the Senior Vice President of Business Development for BroadStreet. Beginning with IBM, Mr. Smith has 23 years experience in the voice, data and software technology industry, most recently serving as President and CEO of a Maryland based technology concern, Microlog Corporation. Prior to this position, he held sales and marketing executive roles in two

early stage software start - ups, Teloquent Communications and Speechworks International, where he was instrumental in landing notable early adopter's and building direct and indirect distribution channels to achieve rapidly accelerating revenue. Mr. Smith holds a B.S. in Industrial Engineering and Operations Research from Virginia Tech.

**David Martin** is the Senior Vice President of Business Operations for BroadStreet. Mr. Martin has 27 years experience in sales, sales management and general management experience, primarily with technology based companies. Most recently, Mr. Martin served as Regional Vice President of Adelphia Business Solutions (Hyperion), where he was instrumental in growing Adelphia from a regional to a national communications service provider. Prior to joining Adelphia, Mr. Martin spent 16 years in the communications industry with Bell Atlantic and AT&T, and 6 years in the healthcare industry with Heath America and Blue Cross. Mr. Martin attended Houghton College in Houghton, N.Y.

**James G. Williams** is the Chief Information Officer of BroadStreet. Until February of 2000, Dr. James G. Williams had been a Professor of Information Science at the University of Pittsburgh for 27 years. He holds a BS in Science from Clarion University, MS and PhD degrees in Information Science from the University of Pittsburgh. He has taught at the elementary, high school, community college and university levels over his more than 30 years of teaching and research. He has worked in industry as a programmer/analyst and system/network designer. He has consulted for many corporations and organizations on information systems and computer networking problems. He has published several books; the latest of which are *The Networking and Communications Desk Reference*, and *Information Science: An Emerging Discipline*. He has also published many journal articles and is the co-editor of two encyclopedias: one on Computer Science and Technology and the other on Microcomputer Systems. His latest contribution is a chapter on Information Visualization in the Annual Review of Information Systems and Technology. He has served as Chairman of the Department of Information Science at the University of Pittsburgh for 8 years. Dr. Williams has been a consultant to several foreign countries including Saudi Arabia, Brazil, China, Kuwait, and Thailand. He has also served on the National Research Council of the National Academy of Science and has been involved in other national and international forums investigating problems related to information systems, information infrastructure, education of information professionals and technology transfer. He also worked as Assistant Director of the NASA Industrial Application Center (NIAC) at the University of Pittsburgh. He has served as an evaluator for the National Science Foundation for the Industry/University Cooperative Research Center Program (IUCRC). Dr. Williams has been an active researcher across a diverse range of application areas such as telecommunications, database design, software engineering and systems analysis and design. He most recently was working on a project for the Office for Information Technology in the Governor's Office for the state of Pennsylvania involving telecommunication infrastructure in the commonwealth. Dr. Williams also owns and operates Automated Systems Research and Development, Inc., which develops, implements, and maintains information systems for businesses, hospitals, educational institutions, libraries, and government organizations.

**Christopher W. Downie** is the Chief Financial Officer of BroadStreet. Until February of 2000, Mr. Downie was a Vice President in the New York-based Investment Banking Group of Daniels & Associates, LP. Daniels provides investment-banking services within the cable, telecommunications, Internet and other related communications and media industries and in 1999 completed over \$16 billion of aggregate transaction value. Mr. Downie's primary focus in his six and a half years at Daniels was providing private equity and debt capital formation capabilities to Daniels' industry groups. In that capacity, he was actively involved with early and growth stage companies in their early and growth phases of business, operations and capitalization strategy

development. Mr. Downie has had direct involvement with the placement of more than \$600 million in a range of equity and debt financings. In addition to this private placement activity, Mr. Downie was also active in numerous mergers & acquisitions, financial advisory and valuation transactions, totaling over \$6 billion in transaction value over his six and a half years at Daniels. Mr. Downie joined Daniels in 1993 from Bear, Stearns & Co. Inc., where he worked in the Corporate Finance/Mergers & Acquisitions Department. While at Bear Stearns, he was actively involved in the analysis and structuring of mergers, acquisitions, leveraged buy-outs, debt and equity offerings, refinancings and fairness opinions and valuations. He joined Bear Stearns in 1991 after receiving a BA from Dartmouth College. Mr. Downie received his MBA from New York University's Stern School of Business.

**James J. Cunningham** is the Chief Technical Officer of BroadStreet. Until February of 2000, Mr. Cunningham was a Vice President of AT&T Broadband Network Solutions and was responsible for the leadership and development of a business unit focussed on high-end robust data, video and voice communications network services to the commercial marketplace leveraging AT&T's fiber optic infrastructure. In this capacity, Mr. Cunningham deployed leading edge IP based ATM/routed technology that was outside the scope and capability of most common carriage service providers. Prior to this position, Mr. Cunningham was a Director of New Business Development for AT&T (formerly TCI), East Region and was primarily responsible for this region's development of "Competitive Access Provider" networks and services. Prior to this position, he served as a Metro State Engineer for TCI, East with primary responsibility for 5 systems in multiple states totaling over 275,000 customers and 235 technical employees. Prior to joining TCI, Mr. Cunningham served as a senior Director or Manager level engineer for several other cable and other communications companies, including Times Mirror, Heritage Cablevision Sprint and Ohio Bell Telephone. Mr. Cunningham received his AS in Mechanical Engineering from North Central Technical College in 1969 and attended Ohio State University

**Phillip M. Fraga** is Senior Vice President, General Counsel, and Assistant Secretary for BroadStreet. Until February of 2000, Mr. Fraga was the Director of Legal and Regulatory Affairs for Hyperion and was responsible for all legal and select regulatory activity and operated as the de facto General Counsel for Hyperion prior to the formal creation of the position. Prior to this position, Mr. Fraga was a Programming Contracts Specialist for Adelphia Communications. Prior to joining Adelphia/Hyperion, Mr. Fraga served in various legal and financial positions for Kline, Keppel & Koryak, PC, USX Corporation, Mansmann Cindrich & Titus and National Steel Corporation. Mr. Fraga received a JD from Duquesne University School of Law in 1992, a BS in Accounting from Carlow College in 1988, an MBA from the University of Steubenville in 1985 and a BA in Economics (Finance) from Bethany College in 1983.

**Kenneth Sochats** is a Vice President of Information Technology for BroadStreet. Ken Sochats has over thirty years of experience in the Computer and Telecommunications industries. He holds advanced degrees in Electrical Engineering and Business Administration. After spending several years at Westinghouse Electric Corporation where his work resulted in several inventions and patents, he accepted a faculty position at the University of Pittsburgh. He is currently the Director of the Center for Electronic Recordkeeping and Archival Research and Assistant Professor of Information Science and Telecommunication. He has taught over twenty-five different courses in telecommunications, computing, systems and business. For the last three years, he has served as the assistant manager of the Link To Learn Project out of The Governor's Office of Information Technology. This group annually produces the Pennsylvania Technology Atlas. The Progress and Freedom Foundation named the Link To Learn Project their 1998 Best Practice in the Educational

Technology category. Mr. Sochats also serves on Governor Ridge's Year 2000 Technical Outreach Committee, which is responsible for helping Pennsylvanians prepare for the Y2K computer problem. His group at the Joint State/Federal Y2K Conference was awarded the University Continuing Education Association's Award of Excellence. He has served as a consultant to over 35 organizations of all types. Government/agencies at the federal, state and local levels include Commonwealth of Pennsylvania, State of New York, Westmoreland County, US Departments of Defense, Agriculture and Energy and NASA. Private firms include ALCOA, US Airways, Penn Access, Hyperion, Brightline, American Hytech and numerous smaller companies. Mr. Sochats was principle investigator of the group that performed the preliminary design and analysis work that resulted in the establishment of the Penn Access CAP network in Pittsburgh. His publications include three books and over 30 Journal papers and conference proceeding papers.

**Garry L. McCann** is the Vice President of Finance for BroadStreet. Mr. McCann has 20 years of experience as a financial professional and is a certified cash manager. Most recently, Mr. McCann served as Regional Director of Business Operations/Controller for AT&T Broadband. In this capacity, he was responsible for performance of a multi-site field organization's day to day accounting operations, credit & collections, customer billing, A/P, A/R and performance reporting. Prior to joining AT&T, Mr. McCann spent 10 years in the Finance Department of Mellon Bank serving as controller for Mellon Information Services and Global Cash Management Groups. Additional posts were held in corporate finance department in financial planning & analysis, capital investment analysis and performance reporting. Mr. McCann has received a Masters degree from the University of Pittsburgh in 1983 and a BS in Industrial Management from Georgia Tech in 1980.

## **EXHIBIT 5**

### **List of BroadStreet's Directors and Officers**

#### **A. Board of Directors:**

1. Paul Carberry
2. James E. Crawford
3. Barbara Ginader
4. Randolph S. Fowler
5. Thomas W. Cady

#### **B. Officers**

1. Randolph S. Fowler, President and Chief Executive Officer
2. Thomas W. Cady, Executive Vice President, Chief Operating Officer and Secretary
3. Christopher W. Downie, Senior Vice President, Chief Financial Officer and Assistant Secretary
4. James G. Williams, Senior Vice President and Chief Information Officer
5. David L. Martin, Senior Vice President-Business Operations
6. Stephen D. Smith, Senior Vice President-Business Development
7. Phillip M. Fraga, Senior Vice President, General Counsel, and Assistant Secretary
8. James J. Cunningham, Senior Vice President-Engineering and Chief Technology Officer
9. Kenneth M. Sochats, Vice President-Information Systems



## **Exhibit 6**

### **Small and Minority-Owned Telecommunications Business Participation Plan**

Pursuant to T.C.A. § 65-5-212, as amended, BroadStreet Communications, Inc. ("BroadStreet") submits this small and minority-owned telecommunications business participation plan (the "Plan") along with its Application for a Certificate to Provide Facilities-Based and Resold Local Exchange Service and Intrastate Interexchange Telecommunication Services Within the State of Tennessee.

#### **I. PURPOSE**

The purpose of Section 65-5-212 is to provide opportunities for small and minority-owned business to provide goods and services to telecommunications service providers. BroadStreet is committed to the goals of Section 65-5-212 and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. BroadStreet will endeavor to provide opportunities for small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, BroadStreet will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to BroadStreet of such opportunities. BroadStreet's representatives have already contacted the administrator of the small and minority-owned telecommunications assistance program in the Department of Economic and Community Development to obtain a list of qualified vendors. Moreover, BroadStreet will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

## **II. DEFINITIONS**

As defined in Section 65-5-212:

*Minority-Owned Business.* Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

*Small Business.* Small business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

## **III. ADMINISTRATION**

BroadStreet's Plan will be overseen and administered by the individual named below, hereinafter referred to as the "Administrator," who will be responsible for carrying out and promoting BroadStreet's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Phillip M. Fraga  
BroadStreet Communications, Inc.  
601 Technology Drive, Southpointe  
Canonsburg, PA 15317  
Tel: (724) 873-8982  
Fax: (724) 873-9195

The Administrator's responsibilities will include:

- (1) maintaining an updated Plan in full compliance with Section 65-5-212 and the rules and orders of the Tennessee Regulatory Authority ("TRA").
- (2) establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) preparing and submitting such forms as may be required by the TRA, including the filing of required annual updates.

- (4) serving as the primary liaison to and cooperate with the TRA, other agencies of the state of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in Section 65-5-212.
- (5) searching for and developing opportunities to use small and minority-owned businesses and encouraging such business to participate in and bid on contracts and subcontracts.
- (6) providing records and reports and cooperate in any authorized surveys as required by the TRA.
- (7) establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) providing information and educational activities to persons within BroadStreet and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce

The Tennessee Department of Economic and Community Development

The United States Department of Commerce

Small Business Administration

Office of Minority Business

The National Minority Supplier Development Counsel

The National Association of Women Business Owners

The National Association of Minority Contractors

Historically Black Colleges, Universities, and Minority Institutions

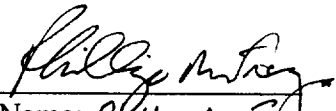
The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will including offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production and deadline requirements.

#### IV. RECORDS AND COMPLIANCE REPORTS

BroadStreet will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such business. In addition, BroadStreet will maintain records of educational and training activities it has conducted and of the internal procurement procedures adopted by BroadStreet to support this Plan.

BroadStreet will submit records and reports required by the TRA concerning the Plan. Moreover, BroadStreet will cooperate fully with any surveys and studies required by the TRA.

BroadStreet Communications, Inc.

By:   
Name: Phillip M. Frezza  
Title: Senior Vice President  
and General Counsel

Dated: March 18, 2000

## **Exhibit 7**

### **BroadStreet Communications, Inc. Tennessee IntraLATA Presubscription Implementation Plan**

#### **Introduction**

BroadStreet Communications, Inc. ("BroadStreet") has in place a process that will give end user customers the opportunity to designate a carrier for their intraLATA toll call traffic in those market areas in which BroadStreet is a facilities-based local exchange service provider. IntraLATA toll calls will automatically be directed to the designated carrier without the necessity of dialing an access code.

#### **General Information**

BroadStreet will deploy Two-PIC (presubscribed interexchange carrier) technology in its switches. This technology will enable the customer to separately presubscribe intraLATA service and interLATA service to the same or different carriers. Although a service may be presubscribed, users may reach any carrier by dialing the appropriate access code. All eligible BroadStreet end user telephone line numbers will be presubscribed according to this plan.

Implementation of this plan will be concurrent with the commencement of offering service in the state of Tennessee.

#### **Carrier Information**

Carriers will have the option of offering intraLATA service only or interLATA and intraLATA service. BroadStreet will notify potential carriers sixty days prior to the initial availability of presubscription in specific market areas and provide forms of non-disclosure and participation agreements. Carriers will have the option of participating in any or all of such areas. Carriers will be required to return a completed non-disclosure agreement and participation agreement(s). Participating carriers will be requested to submit Access Service Requests/Translation Questionnaires to the access tandem owner and BroadStreet.

BroadStreet will not participate in billing disputes concerning intraLATA service between alternative competing carriers and their customers.

### **Network Information**

All originating intraLATA traffic initially will be routed through the incumbent local exchange carrier ("ILEC") access tandem or through direct trunks between the BroadStreet switch and the carrier locations, which may be used when traffic volumes warrant. Carriers must have Feature Group D trunks in place (or ordered) between their points of presence and the ILEC access tandem(s).

BroadStreet will route all originating intraLATA traffic to the designated carrier and will only block traffic at the request of the customer or in compliance with regulatory requirements. Requests from carriers to block traffic or to remove customers from their networks will not be honored. Calls that cannot be completed to a carrier will be routed to an announcement.

### **LATAs Served**

BroadStreet intends to offer services in all the LATAs located in the state of Tennessee.

### **Customer Contact Information**

When customers enroll for service with BroadStreet, BroadStreet representatives will provide alternative carriers' names and contact telephone numbers (if provided by the carrier) to customers in random order upon customer request. BroadStreet representatives will not discuss alternative carrier rates or services and will not provide customers with carrier identification codes or access dialing instructions. BroadStreet representatives will not initiate or accept three-way calls from alternative carriers to discuss presubscription.

BroadStreet will not ballot or allocate its customer base. BroadStreet will accept as a bona fide PIC a selection of "No PIC" as a choice, and customers who do not choose a carrier will be designated "No PIC". Such customers will have access code dialing capability to reach

participating intraLATA carriers. BroadStreet will provide customers with a confirmation, notifying them of their PIC selection (BroadStreet or an alternative carrier).

### **Presubscription Changes**

Alternative carriers shall submit PIC changes to BroadStreet using the customer account record exchange ("CARE") system via facsimile or other paper medium. BroadStreet will respond with PIC confirmation or rejection information using the CARE format. Details of the process, including the CARE system, will be provided as part of the correspondence with the carriers.

A \$5.00 PIC change charge may be assessed against the customer for each eligible line where a PIC change is made.

In an effort to reduce unauthorized PIC changes, BroadStreet will offer intraLATA PIC freeze service to all customers at no charge. A PIC freeze can only be initiated or removed by the customer requesting it through a BroadStreet representative

### **Ported Telephone Numbers**

For customers who change their local exchange service provider from an ILEC to BroadStreet and retain their ILEC telephone number, BroadStreet, as part of the CARE process, will provide the presubscribed interexchange carrier-select with both the retained ILEC telephone number and the assigned BroadStreet telephone number.

**Regulatory Compliance**

BroadStreet will comply with all rules of the TRA and the FCC concerning intraLATA toll dialing parity.



BEFORE THE  
TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

Application of Broadstreet	§	
Communications, Inc.	§	
For a Certificate to Provide	§	
Facilities-Based and Resold	§	
Local Exchange Service and	§	TRA Docket No. 00
Intrastate Interexchange	§	
Telecommunications Services	§	
Within Tennessee	§	

**PRE-FILED TESTIMONY OF PHILLIP M. FRAGA**

I, Phillip M. Fraga, do hereby testify as follows in support of the application of BroadStreet Communications, Inc. ("BroadStreet") for a certificate of convenience and necessity as a competing telecommunication service provider to provide telecommunication services throughout the state of Tennessee:

Q: Please state your full name, business address, and title.

A: My name is Phillip M. Fraga and my business address is 601 Technology Drive, Southpointe, Canonsburg, PA 15317. I am the Senior Vice President and General Counsel of BroadStreet.

Q: Are all statements in BroadStreet's application for a certificate of convenience and necessity filed before the Tennessee Regulatory Authority ("TRA") true and correct to the best of your knowledge, information and belief?

A: Yes.

Q: Please describe the current corporate structure of BroadStreet.

A: BroadStreet is a newly formed corporation organized under the laws of the state of Delaware and has authority to transact business in the state of Tennessee.

Q: Does BroadStreet possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A: Yes.

Q: Please describe BroadStreet's financial qualifications.

A: BroadStreet is financially qualified to provide facilities-based and resold local exchange service and intrastate interexchange telecommunication services in the state of Tennessee and elsewhere. BroadStreet provided the TRA with its financial statements dated as of February 29, 2000. BroadStreet has recently raised approximately \$60,000,000 in capital venture funding and is now negotiating additional capital financing of between \$90,000,000 and \$120,000,000.

Q: Please describe BroadStreet's managerial and technical qualifications.

A: BroadStreet possesses the managerial and technical qualifications to provide its proposed facilities-based and resold local exchange service and intrastate interexchange telecommunications services in Tennessee, and to maintain BroadStreet's facilities over which such services will be deployed. As described in the biographical information of its officers accompanying its application, BroadStreet's management team has extensive management and business experience in telecommunications.

Q: What services will BroadStreet offer?

A: BroadStreet seeks authority to provide a full-range of local, exchange access, interexchange (including intraLATA and interLATA) and switched and special access telecommunication services throughout the state of Tennessee. BroadStreet intends to offer this broad range of telecommunication services through the use of its own facilities, resold services and through a

combination of these approaches. Consequently, BroadStreet seeks certification to provide all of the services that can be provided by a local exchange company under the TRA's Rules. BroadStreet also seeks certification to provide all services that can be provided by facilities-based and intrastate interexchange service providers and long distance resellers in the state of Tennessee. BroadStreet intends to provide access services as well as flat rate local exchange service, EAS service, toll restrictions, call control options, tone dialing, custom calling services, caller ID and any other services available on a resale basis from the underlying incumbent local exchange carrier or other certificated carrier within BroadStreet's service area. BroadStreet will offer these services to all customers in its certificated area. BroadStreet either directly or through arrangements with other carriers or companies will provide those services required by TRA Rule 1220-4-8-.04(c)(b).

BroadStreet has filed its initial tariff with the TRA setting forth the rates, charges and regulations for its services. If BroadStreet offers new services in the future, it will similarly comply with such requirements.

Q: Will the granting of a certificate of convenience and necessity to BroadStreet serve the public interest and need?

A: Yes. The grant of a certificate of public convenience and necessity to BroadStreet to provide facilities-based and resold local exchange service and intrastate interexchange telecommunication services within the state of Tennessee will benefit the public because it will increase competition and customer choice for consumers in the state of Tennessee. In addition, intrastate offering of these services is in the public interest because the services will provide customers in the state of Tennessee with access to new technologies and service choices and can permit customers to achieve increased efficiencies and cost savings. Authorizing BroadStreet to provide local exchange telecommunication services will enhance materially the telecommunication infrastructure in the state

of Tennessee and will facilitate economic development. In particular, the public will benefit both directly, through the use of competitive services to be offered by BroadStreet, and indirectly because BroadStreet's presence in the state of Tennessee will increase the incentives for other telecommunication service providers to offer more innovative services, reduce their prices and improve their quality of service.

Q: Has BroadStreet filed its small and minority-owned business participation plan?

A: Yes.

Q: Has BroadStreet filed its toll dialing parity plan?

A: Yes.

Q: Will BroadStreet offer telecommunication services in areas served by rural telcos or telephone cooperatives?

A: Unless otherwise permitted by federal or state law, BroadStreet does not plan to offer local exchange telecommunication services in areas served by an incumbent local exchange telephone company that has a rural exemption under Section 215(f) of the Telecommunications Act of 1996, except for those that have voluntarily entered into an agreement with a competing telecommunication service provider or that have applied to provide telecommunication services in an area outside its service area existing as of June 6, 1995. BroadStreet also does not plan to provide such services in any area served by a telephone cooperative unless otherwise permitted by applicable federal or state law. BroadStreet reserves the right to expand its services into these areas should any rulings of the TRA or any court or administrative agency allow the providing of such services in such areas.

Q: Is BroadStreet authorized to provide telecommunication services in any other states?

A: No. BroadStreet has already filed, or will shortly file, applications to provide telecommunication services in Virginia, Alabama, Florida, Georgia, Maryland, North Carolina, Pennsylvania, South Carolina, and the District of Columbia.

Q: Who is knowledgeable about BroadStreet's operations and will serve as BroadStreet's regulatory and customer service contact?

A: I will serve as the responsible regulatory officer for the TRA to contact regarding BroadStreet's filing requirements subsequent to approval. With respect to the customer service contact, BroadStreet has made arrangements for its customers to call BroadStreet at its toll-free customer service number 1-877-638-2861. In addition, customers may contact BroadStreet in writing at BroadStreet's headquarters, as well as via e-mail at [pmfraga@stargate.net](mailto:pmfraga@stargate.net).

Q: Has BroadStreet been involved in any pertinent mergers or acquisitions?

A: No.

Q: Will BroadStreet comply with all applicable statutes, rules and orders pertaining to the provision of telecommunication services in the state of Tennessee?

A: Yes.

Q: Does this conclude your testimony?

A: Yes.

By: 

Name: Phillip M. Fraga

Title: Senior Vice President and General Counsel  
of BroadStreet Communications, Inc.

Subscribed and sworn to before me this 18<sup>th</sup> day of March, 2000.

Notary Public Sheila B. Lynch

Commonwealth of PENNA

County of Allegheny

My Commission expires \_\_\_\_\_

